

HERRICK, FEINSTEIN, LLP
Two Park Avenue
New York, New York 10016
Telephone: (212) 592-1400
Facsimile: (212) 592-1500
Sean E. O'Donnell
Stephen B. Selbst
Steven B. Smith
Christopher Carty

*Special Conflicts Counsel to the Official Committee of
Unsecured Creditors of Sears Holdings Corporation, et al.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re: : Chapter 11
: Case No. 18-23538 (RDD)
SEARS HOLDINGS CORPORATION, et al., :
: (Jointly Administered)
Debtors¹ :
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**TWENTY-THIRD MONTHLY FEE STATEMENT OF HERRICK,
FEINSTEIN LLP FOR PROFESSIONAL SERVICES RENDERED AND
DISBURSEMENTS INCURRED AS SPECIAL CONFLICTS COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD OF
OCTOBER 1, 2021 THROUGH OCTOBER 31, 2021**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); SHC Licensed Business LLC (3718); SHC Promotions LLC (9626); Sears Brands Management Corporation (5365); and SRE Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179

Name of Applicant:	Herrick, Feinstein LLP
Authorized to Provide Professional Services To:	Special Conflicts Counsel to the Official Committee of Unsecured Creditors of Sears Holdings Corporation, <i>et al.</i>
Date of Retention:	March 22, 2019 <i>nunc pro tunc</i> to January 2, 2019
Period for Which Compensation and Reimbursement Is Sought:	October 1, 2021 through October 31, 2021
Monthly Fees Incurred:	\$8,735.00
20% Holdback:	\$1,747.00
Total Compensation Less 20% Holdback:	\$6,988.00
Monthly Expenses Incurred:	\$107.70
Total Fees and Expenses Requested:	\$7,095.70

This is a x monthly interim final application

Herrick Feinstein LLP (“Herrick Feinstein”), special conflicts counsel to the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) of Sears Holding Corporation and its affiliated debtors and debtors in possession (collectively, the “Debtors”), hereby respectfully submits this statement of fees and disbursements (the “Twenty-Third Monthly Fee Statement”) covering the period from October 1, 2021 through October 31, 2021 (the “Compensation Period”) in accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Interim Compensation Order”) [ECF No. 796]. By the Twenty-Third Monthly Fee Statement, and after taking into account certain voluntary discounts and reductions, Herrick Feinstein requests (a) interim allowance and payment of compensation in the amount of \$6,988.00 (80% of \$8,735.00) for fees on account of reasonable and necessary professional services rendered to the Creditors’ Committee

by Herrick Feinstein, and (b) reimbursement of actual and necessary costs and expenses in the amount of \$107.70 incurred by Herrick Feinstein during the Compensation Period.

**FEES FOR SERVICES RENDERED
DURING THE COMPENSATION PERIOD**

Exhibit A sets forth a timekeeper summary that includes the respective names, positions, department, bar admissions, hourly billing rates and aggregate hours spent by each Herrick Feinstein professional and paraprofessional that provided services to the Creditors' Committee during the Compensation Period. The rates charged by Herrick Feinstein for services rendered to the Creditors' Committee are the same rates that Herrick Feinstein charges generally for professional services rendered to its non-bankruptcy clients.

Exhibit B sets forth a task code summary that includes the aggregate hours per task code spent by Herrick Feinstein professionals and paraprofessionals in rendering services to the Creditors' Committee during the Compensation Period.

Exhibit C sets forth a complete itemization of tasks performed by Herrick Feinstein professional and paraprofessionals that provided services to the Creditors' Committee during the Compensation Period.

**EXPENSES INCURRED
DURING THE COMPENSATION PERIOD**

Exhibit D sets for a disbursement summary that includes the aggregate expenses, organized by general disbursement categories, incurred by Herrick Feinstein in connection with services rendered to the Creditors' Committee during the Compensation Period.

Exhibit E sets forth a complete itemization of disbursements incurred by Herrick Feinstein in connection with services rendered to the Creditors' Committee during the Compensation Period.

NOTICE AND OBJECTION PROCEDURES

Notice of this Twenty-Third Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Mohsin Y. Meghji ([email: mmeghji@miiipartners.com](mailto:mmeghji@miiipartners.com)); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Eighth Avenue, New York, NY 10153, Attention: Ray C. Schrock ([email: ray.schrock@weil.com](mailto:ray.schrock@weil.com)), Jacqueline Marcus ([email:jacqueline.marcus@weil.com](mailto:jacqueline.marcus@weil.com)), Garrett A. Fail ([email: garrett.lail@weil.com](mailto:garrett.lail@weil.com)), and Sunny Singh ([email: sunny.singh@weil.com](mailto:sunny.singh@weil.com)); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg ([e-mail: paul.schwartzberg@usdoj.gov](mailto:paul.schwartzberg@usdoj.gov)) and Richard Morrissey ([e-mail: richard.morrissey@usdoj.gov](mailto:richard.morrissey@usdoj.gov)); (iv) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake ([email:paul.leake@skadden.com](mailto:paul.leake@skadden.com)), Shana A. Elberg ([email:shana.elberg@skadden.com](mailto:shana.elberg@skadden.com)) and George R. Howard ([email: george.howard@skadden.com](mailto:george.howard@skadden.com)); (v) Paul E. Harner, fee examiner, 1675 Broadway, New York, NY 10019 ([e-mail: harnerp@ballardspahr.com](mailto:harnerp@ballardspahr.com)); (vi) counsel to the fee examiner, Ballard Spahr LLP, 1675 Broadway, New York, NY 10019, Attention: Vincent J. Marriott ([e-mail: marriott@ballardspahr.com](mailto:marriott@ballardspahr.com)) and Tobey M. Daluz ([e-mail: dalurt@ballardspahr.com](mailto:dalurt@ballardspahr.com)); and (vi) counsel to the Official Committee of Unsecured Creditors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036, Attention: Philip C. Dublin (email: pdublin@akingump.com), Ira S. Dizengoff (email: idizengoff@akingump.com) and Sara Lynne Brauner (email: sbrauner@akingump.com), (collectively, the “Notice Parties”).

Objections to this Twenty-Third Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **December 2, 2021** (the

“Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

If no objections to this Twenty-Third Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

If an objection to this Twenty-Third Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this Twenty-Third Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be heard by the Court.

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Dated: New York, New York
November 17, 2021

HERRICK FEINSTEIN LLP

By: /s/ Stephen B. Selbst
Sean E. O'Donnell
Stephen B. Selbst
Steven B. Smith
Christopher Carty
Two Park Avenue
New York, NY 10016
Telephone: (212) 592-1400
Facsimile: (212) 592-1500
Email: sodonnell@herrick.com
sselbst@herrick.com
ssmith@herrick.com
ccarty@herrick.com

*Special Conflicts Counsel to the Official
Committee of Unsecured Creditors of Sears
Holdings Corporation, et al.*

Exhibit A

Timekeeper Summary

PARTNERS	DEPARTMENT	YEAR OF BAR ADMISSION	RATE	HOURS	AMOUNT
Christopher W. Carty	Restructuring & Finance Litigation	2010	\$850.00	2.9	\$2,465.00
Total Partners				2.9	\$2,465.00
COUNSEL	DEPARTMENT	YEAR OF BAR ADMISSION	RATE	HOURS	AMOUNT
Kyle J. Kolb	Restructuring & Finance Litigation	2012	\$690.00	2.5	\$1,725.00
Total Counsel				2.5	\$1,725.00
ASSOCIATES	DEPARTMENT	YEAR OF BAR ADMISSION	RATE	HOURS	AMOUNT
Gabrielle R. Fromer	Restructuring & Finance Litigation	2018	\$460.00	2.5	\$1,150.00
Total Associate				2.5	\$1,150.00

PARALEGALS/ NON- LEGAL STAFF	DEPARTMENT	RATE	HOURS	AMOUNT
Larisa Poretsky	Litigation	\$410.00	3.0	\$1,230.00
Linda Schepp	Restructuring & Finance Litigation	\$350.00	3.1	\$1,085.00
Total Paralegals/ Non-Legal Staff			6.1	\$2,315.00

E-DISCOVERY & LITIGATION SUPPORT SERVICES

Project Management	\$1,080.00
Total	\$1,080.00

EXHIBIT B

Task Code Summary

Task Code	HOURS	AMOUNT (\$)
Case Administration – B110	2.7	\$1,080.00
Fee/Employment Applications – B160	3.0	\$1,230.00
Other Contested Matters – B190	11.00	\$6,425.00
Total	16.7	\$8,735.00

Exhibit C

Itemized Fees



HERRICK

Official Committee of Unsecured Creditors of Sears Holdings
Attn: Ron Tucker
225 W. Washington Street
Indianapolis, IN 46204

November 8, 2021
Invoice Number: 554956
Matter Number: 19609.0001
Tax ID: 1662

Re: **Sears Bankruptcy**

Fees for legal services rendered through October 31, 2021	\$8,735.00
Expenses posted through October 31, 2021	107.70
TOTAL	<u>\$8,842.70</u>
Unpaid balance from previous invoice(s)	\$42,944.93
Total Due Now	\$51,787.63

INVOICE PAYMENT IS DUE UPON RECEIPT. THANK YOU.

Kindly return this page with your
check payment to:
Herrick, Feinstein LLP
Attn: Billing Department
2 Park Avenue
New York, NY 10016

Send **wire or ACH payments to:**
Citibank, N.A.
ABA Number: 0089
Account Number: 6165
SWIFT #: S33

Credit card payments:
www.herrickpay.com
*URL/link redirects to our
processor SlimCD*



Invoice Number: 554956
Matter Number: 19609.0001
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LEGAL SERVICES RENDERED:

<u>DATE</u>	<u>NAME</u>	<u>TASK CODE</u>	<u>NARRATIVE</u>	<u>HOURS</u>
10/04/21	L. Poretsky	B160	Revise, assemble, redact and finalize Twenty-First Monthly Fee Statement	0.90
10/04/21	L. Poretsky	B160	Prepare Twenty-First Monthly Fee Statement for filing and e-file	0.40
10/04/21	L. Poretsky	B160	Prepare Twenty-First Monthly Fee Statement for service and submit to Prime Clerk.	0.30
10/06/21	K. Kolb	B190	Revise agreement with CDS Participants.	0.20
10/06/21	G. Fromer	B190	Draft tolling agreements.	2.30
10/06/21	G. Fromer	B190	Discuss tolling agreement with H. Zimmer.	0.10
10/06/21	G. Fromer	B190	Email K. Kolb regarding the tolling agreement.	0.10
10/06/21	L. Schepp	B190	Compile document production history for attorney review.	0.90
10/16/21	K. Kolb	B190	Revise tolling agreement.	0.20
10/16/21	K. Kolb	B190	Prepare for call with counsel for investigation target.	0.50
10/17/21	K. Kolb	B190	Prepare for call with counsel for investigation target.	0.90
10/20/21	C. Carty	B190	Analyze issues related to affidavit and confer with K. Kolb re same.	0.40
10/20/21	K. Kolb	B190	Revise summary of information to provide to opposing counsel.	0.30
10/20/21	L. Schepp	B190	Compile documents cited in declaration in preparation for attorney review.	2.20
10/21/21	K. Kolb	B190	Call with opposing counsel regarding investigation.	0.40
10/26/21	L. Poretsky	B160	Review, redact, revise, finalize and e-file 22nd monthly fee statement for September 2021	1.00
10/26/21	L. Poretsky	B160	Prepare 22nd fee statement for service and submit to Prime clerk.	0.40
10/28/21	C. Carty	B190	Review and revise draft complaint.	1.40
10/29/21	C. Carty	B190	Review and revise draft complaint.	1.10
				TOTAL \$7,655.00



Invoice Number: 554956
Matter Number: 19609.0001
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LEGAL SERVICES SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
C. Carty	2.90	850.00	2,465.00
G. Fromer	2.50	460.00	1,150.00
K. Kolb	2.50	690.00	1,725.00
L. Poretsky	3.00	410.00	1,230.00
L. Schepp	3.10	350.00	1,085.00
TOTAL	14.00		\$7,655.00

E-DISCOVERY & LITIGATION SUPPORT SERVICES

Project Management	1,080.00
TOTAL	\$1,080.00

TOTAL LEGAL SERVICES	\$8,735.00
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DISBURSEMENTS:

	<u>AMOUNT</u>
E-Discovery Data Hosting	100.00
Pacer Charges	7.70
TOTAL:	\$107.70

TASK SUMMARY

<u>Task Code</u>	<u>Task Description</u>	<u>Hours</u>	<u>Amount</u>
B110	Case Administration	2.70	1,080.00
B160	Fee/Employment Applications	3.00	1,230.00
B190	Other Contested Matters	11.00	6,425.00
TOTALS		16.70	\$8,735.00

PREVIOUS BILLS OUTSTANDING



Invoice Number: 554956
Matter Number: 19609.0001
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<u>Invoice #</u>	<u>Invoice Date</u>	<u>Original Amount</u>	<u>Less Credits Applied</u>	<u>Balance</u>
550688	08/23/21	61,135.16	54,916.26	6,218.90
552265	09/21/21	30,434.00	0.00	30,434.00
553644	10/18/21	6,292.03	0.00	6,292.03
Total Outstanding				\$42,944.93

Exhibit D

Disbursement Summary

E-Discovery Data Hosting	\$100.00
Paces Charges	\$7.70
Total	\$107.70

Exhibit E

Itemized Disbursement

Disbursement Detail

Applied filters: Matter: Official Committee of Unsecured Creditor (19609) Sears Bankruptcy (0001), Transaction Date: Last Month

Disbursement ID	↑ Client/Matter	Transaction Date	Disb Code	Quantity	To Bill Amount	Phase/Task	Narrative	Bill Number	Base Quantity	Billed Quantity	Billed Amount	Posted Period	Billed Period	Billed Date
9293228	Official Committee of Unsec Sears Bankruptcy (0001)	10/10/2021	Pacer charges (074)	1	\$107.70	Expenses Only (EXP. EXP)	Vendor: Pacer Service Center 554956		\$107.70	\$107.70	\$107.70	202110	202110	11/8/2021
9294852	Official Committee of Unsec Sears Bankruptcy (0001)	10/31/2021	E-Discovery Data Hosting Mi	1	\$100.00	Expenses Only (EXP. EXP)	Sears Bankruptcy ICC - Rule 554956		\$100.00	\$100.00	\$100.00	202110	202110	11/8/2021